

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF SOUTH DAKOTA**

IN THE MATTER OF THE MERGER BETWEEN)	ORDER GRANTING
NORTHWESTERN CORPORATION AND BBI)	INTERVENTION
GLACIER CORP., A SUBSIDIARY OF)	
BABCOCK & BROWN INFRASTRUCTURE)	GE06-001
LIMITED)	

On June 7, 2006, Northwestern Corporation (NorthWestern) and Babcock & Brown Infrastructure Limited (BBIL) filed a petition for declaratory ruling and for transaction approval if jurisdiction found. On June 19, 2006, NorthWestern and BBIL filed an amendment to petition for declaratory ruling and for transaction approval if jurisdiction found. NorthWestern and BBIL have entered into an agreement and plan of merger, dated as of April 25, 2006, which is pending approval of the stockholders of NorthWestern at its annual meeting to be held on August 2, 2006. In connection with this transaction a question has arisen as to whether the South Dakota Public Utilities Commission (Commission) has jurisdiction to approve the transaction. Thus, NorthWestern and BBIL have filed a petition for a declaratory ruling pursuant to SDCL § 1-26-15 and ARSD 20:10:01:34. If the Commission concludes that it does in fact have jurisdiction, a second question is presented, namely, will the Commission approve the transaction.

On June 8, 2006, the Commission electronically transmitted notice of the filing and the intervention deadline of June 21, 2006, to interested individuals and entities. On June 21, 2006, the Commission received a Petition for Leave to Intervene and Provisional Request for Conditions to Approval of Merger from Missouri River Energy Services (Missouri River Energy) and Petitions to Intervene from South Dakota Power Company (South Dakota Power) and Heartland Consumers Power District (Heartland Consumers). On June 22, 2006, the Commission received a Joint Petition to Intervene from East River Electric Cooperative, Inc. (East River Electric) and Basin Electric Power Cooperative, Inc. (Basin Electric).

The Commission has jurisdiction over this matter pursuant to SDCL Chapters 1-26 and 49-34A and ARSD 20:10:01:15.05.

At a regularly scheduled meeting of July 11, 2006, the Commission found that the Petitions to Intervene demonstrated good cause to grant intervention. It is therefore

ORDERED, that the Petitions to Intervene of Missouri River Energy, South Dakota Power, Heartland Consumers, East River Electric and Basin Electric are hereby granted.

Dated at Pierre, South Dakota, this 20th day of July, 2006.

CERTIFICATE OF SERVICE
The undersigned hereby certifies that this document has been served today upon all parties of record in this docket, as listed on the docket service list, by facsimile or by first class mail, in properly addressed envelopes, with charges prepaid thereon.
By: <u><i>Melvin Kalbo</i></u>
Date: <u>7/20/06</u>
(OFFICIAL SEAL)

BY ORDER OF THE COMMISSION:

Robert K. Sahr
ROBERT K. SAHR, Chairman

Dustin M. Johnson
DUSTIN M. JOHNSON, Commissioner